

ULTIMATE

X-MEN

ISSUE

2

THE ENEMY WITHIN

MARVEL
COMICS



DIRECT EDITION



00211

59606 05047 5

\$2.25 US \$3.50 CAN



Professor X



Cyclops



Marvel Girl



Storm



Beast



Colossus



Iceman



Wolverine



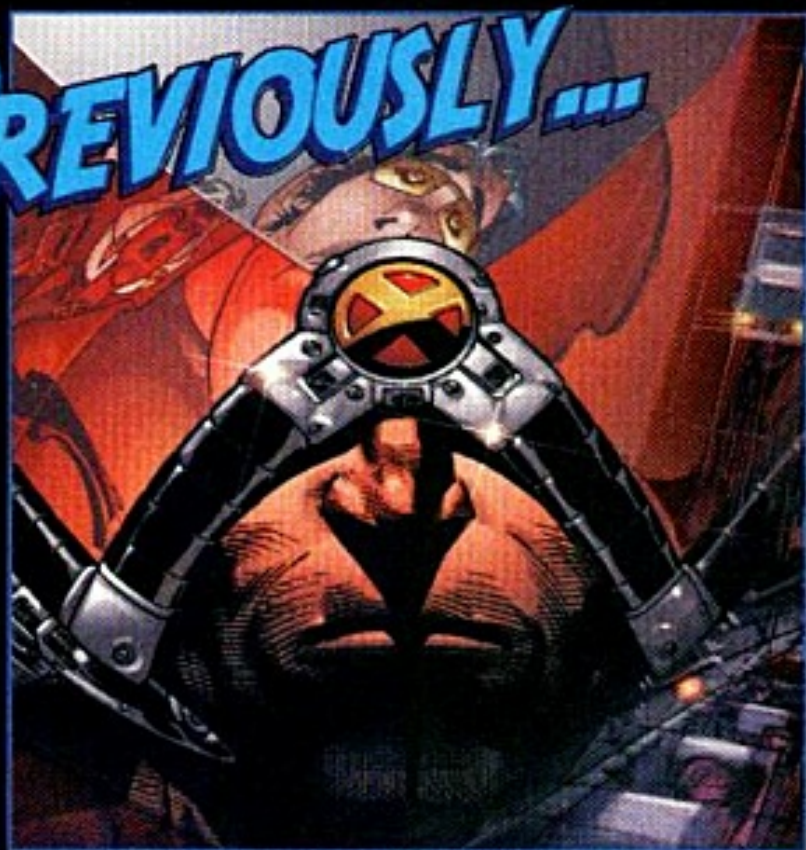
Previously

Marvel PRESENTS

ULTIMATE

X-MEN

PREVIOUSLY...



SOMETIMES IT'S DANGEROUS TO BE A LITTLE DIFFERENT.

ESPECIALLY IF YOU WAKE UP ONE DAY TO DISCOVER YOUR BODY HAS CHANGED, THAT SOMEHOW YOU POSSESS ABILITIES FAR BEYOND THOSE OF "NORMAL" PEOPLE. THIS IS THE FATE OF THOUSANDS OF TEENS ACROSS THE WORLD WHO HAVE BEEN BORN WITH THE "X-FACTOR" GENE.

AND WHILE THEY STRUGGLE WITH A FRIGHTENING CHANGE, THE VAST MAJORITY OF MANKIND FEARS THEIR VERY EXISTENCE. THE UNITED STATES GOVERNMENT, BELIEVING THESE SUPER-POWERED **MUTANTS** POSE A CLEAR AND PRESENT THREAT TO NATIONAL SECURITY, HAVE INITIATED THE **SENTINEL PROGRAM**--AN ARMY OF ENORMOUS ANDROIDS PROGRAMMED TO HUNT DOWN AND EXTERMINATE MUTANTS.

THIS IS THE WORLD IN WHICH **SCOTT SUMMERS**, **JEAN GREY**, **HANK MCCOY**, **ORORO MUNROE**, AND **PETER RASPUTIN** WERE LIVING--UNTIL THEY WERE TAKEN IN BY **CHARLES XAVIER**. CALLING HIMSELF "PROFESSOR X," THIS ENORMOUSLY POWERFUL TELEPATH HAS CREATED A SCHOOL IN WHICH YOUNG MUTANTS CAN LEARN ABOUT THEIR POWERS--AND, AS THE X-MEN, USE THEM TO AVERT THE GENETIC WAR THAT LOOMS ON THE HORIZON. ON THEIR FIRST MISSION, THEY SAVED RUNAWAY **BOBBY DRAKE** FROM A SENTINEL ATTACK.

BUT A NEW AND MUCH MORE DEADLY MUTANT IS ABOUT TO JOIN THEIR RANKS...

I CAN'T BELIEVE YOU JUST WALTZED THROUGH AIRPORT SECURITY LIKE THAT, WOLVERINE.

IMMIGRATION MISSING YOUR MUTANT GENE IS ONE THING, BUT HOW DOES A GUY WITH AN ADAMANTIUM SKELETON AVOID SETTING OFF EVERY METAL DETECTOR IN THE BUILDING?

THREE LITTLE WORDS, BUB.

IMMIGRATION

Mr. John Doe

I'M A PROFESSIONAL.

MARK MILLAR

Mr. John Doe



LOOK, WE RESPECT THE FACT THAT YOU LIKE TO WORK ALONE. MAGNETO JUST WANTED ME TO LET YOU KNOW THAT THE BROTHERHOOD OF MUTANTS' EAST COAST CELL IS READY AND PRIMED IF YOU NEED US.

FOR WHAT? DOING MY LAUNDRY?



THIS IS A PRETTY STRAIGHTFORWARD HIT, KID. FIND CHARLES XAVIER, INFILTRATE THE LITTLE TEAM HE'S PUTTING TOGETHER...

...AND THEN GUT THE SON OF A BITCH LIKE A TROUT.

I DON'T NEED A BUNCH OF LOW-GRADE AMATEUR TERRORISTS HANGING AROUND MAKING LIFE COMPLICATED.



FOOLING XAVIER'S GONNA BE TOUGHER THAN YOU THINK, MAN. I MEAN, HOW DO YOU GET CLOSE ENOUGH TO KILL A GUY WHO CAN READ YOUR THOUGHTS EASIER THAN THE FUNNY PAGES?

LIKE I SAID, SHORTSTUFF. I'M --

WHAT?



SOMETHING'S WRONG.




STAN LEE proudly presents:

THE TOMORROW PEOPLE




PART

2
OF
6



MILLAR KUBERT THIBERT
ISAMOE & WHITE COMICRAFT
FRANCO POWERS
QUESADA JEMAS

ULTIMATE X-MEN® Vol. 1, No. 2, March, 2001. Published by MARVEL COMICS, 312 Avenue of the Americas, New York, NY 10013. Application to mail Periodicals Postage Rates is pending at New York, NY and at Additional Mailing Offices. Copyright © 2001 Marvel Characters, Inc. All rights reserved. Price \$2.99 per copy in the U.S. and \$4.50 in Canada. Subscription rate for 12 issues: U.S. \$27.00, foreign \$39.00, and Canadian subscribers must add \$75.00 for postage and GST. GST #R12303202. No character, trademark, service mark, or institution in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except to authorized dealers and is sold subject to the condition that it shall not be sold or distributed without payment to, or for the benefit of, any person or institution. U.S. POSTAGE & SERVICE paid at New York, NY and at additional mailing offices. POSTMASTER: SEND ADDRESS CHANGES TO ULTIMATE X-MEN, c/o MARVEL DIRECT MARKETING CORP., SUBSCRIPTION DEPT., P.O. BOX 1970, DANBURY, CT 06813-1970. TELEPHONE: (203) 743-5331 FAX: (203) 744-9044. Printed in the U.S.A. MARVEL COMICS is a division of MARVEL ENTERTAINMENT, INC. Peter Connoy, Chief Executive Officer. Art Asai, Chief Creative Officer.



DO YOU REALLY
NEED TO CHECK THAT
CLOAKING DEVICE
WHILE WE'RE DOING
THREE HUNDRED
MILES AN HOUR,
HENRY?

THERE
ARE *OTHER*
WAYS TO IMPRESS
A GIRL, YOU
KNOW.



C'MON, JEAN. HOW OFTEN
DOES A GUY GET TO TINKER
WITH A BILLION DOLLAR PIECE
OF HARDWARE LIKE THE
BLACKBIRD?


I'VE SPENT MY WHOLE
LIFE FANTASIZING ABOUT
A BUDGET WHICH COULD
KEEP UP WITH MY
IDEAS.

JUST WAIT 'TIL
YOU SEE THE PLANS
I'VE GOT FOR THAT
TRAINING ROOM
IN THE SCHOOL
BASEMENT.



YOU BOYS AND
YOUR LITTLE
TOYS.

ONE OF
THESE DAYS I'M
GOING TO WALK INTO
A ROOM AND CATCH
YOU AND *CYCLOPS*
TRADING *POKEMON*
FIGURES.



WHAT'S THE STORY WITH
YOU GUYS, *ANYWAY*? STORM
RECKONS SHE HEARD *CYCLOPS*
SNEAKING INTO YOUR ROOM
THE OTHER NIGHT.

WELL, I GUESS
SHE NEEDS TO GET
HER EARS TESTED,
HENRY.

POOR SCOTT'S
SPENT THE LAST YEAR
AND A HALF TRYING TO
PLUCK UP THE COURAGE
TO ASK ME OUT TO
A MOVIE.



YOU MEAN THE
GUY WHO CAN LOBOTOMIZE
A SENTINEL SINGLE-HANDEDLY
FUMBLE HIS LINES IN THE
PRESENCE OF A SKINNY LITTLE
SEVENTEEN-YEAR-OLD
REDHEAD?

OH, AND
YOU'RE
CASANOVA
ALL OF A
SUDDEN?

"HOW COULD A BEAUTIFUL, UPTOWN GIRL
LIKE STORM EVER LOVE A MAN WHO
BUTTERS HIS TOAST WITH HIS FEET
IN THE MORNING?"

"IF ONLY SHE'D
ASK TO DO WASHING-UP DUTY
WITH ME INSTEAD OF THAT BIG,
TRACTOR-LOVING COMMUNIST
COLOSSUS."


VERY
FUNNY.



ISNT THERE SOME KIND OF
HOUSE RULE AGAINST THE SCHOOL
PSYCHIC EAVESDROPPING ON
PRIVATE THOUGHTS?




YOU DONT NEED TO
PEEK INSIDE SOMEONE'S
HEAD TO SEE THEIR
TONGUE HANGING OUT.
HENRY MCCON.



PROFESSOR X
TO ALL STUDENTS
SORRY TO INTERRUPT
ANY OF THE DECADENT
FANTASIES I'M GETTING
FEEDBACK ON HERE, BUT
CEREBRO JUST LOCATED
ANOTHER MUTANT IN THE
NEW YORK AREA.

YOUR PRESENCE
IS REQUIRED IN THE
SCHOOL VIEWING ROOM
IMMEDIATELY.



IS IT MAGNETO,
PROFESSOR? DO YOU
THINK HE'S FINALLY
FIGURED OUT WHERE
YOU'VE SET UP THE RIVAL
OPERATION?

UNLIKELY,
CONSIDERING THIS
GENTLEMAN WAS JUST
CAPTURED BY THE
AUTHORITIES. COLOSSUS
MAGNETO WOULD HAVE
LEVELLED HALF THE
CITY BEFORE THEY
MANAGED TO BRING
HIM DOWN.



ACCORDING
TO SATELLITE
PICTURES, OUR
FRIEND IS BEING
TRANSPORTED VIA
MILITARY CONVOY
TO CANADA AT
THE MOMENT.

I WANT YOU
TO INTERCEPT
THIS CONVOY WITH
MINIMUM FORCE
AND BRING HIM BACK
HERE FOR HIS OWN
SAFETY.

SOUNDS
SIMPLE ENOUGH.
ANY IDEA WHO
HE IS?



IT'S HARD
TO TELL, I'M
AFRAID. THERE ARE
SO MANY MEMORY
IMPLANTS IN HIS HEAD
IT'S IMPOSSIBLE TO BE
SURE, BUT I SUSPECT
WE'RE DEALING WITH
WOLVERINE HERE,
CYCLOPS.

WHAT?

TELL US YOU'RE
JERKING OUR CHAIN,
PROFESSOR.

UH, WOULD
SOMEBODY MIND
EXPLAINING TO US
NEWBIES WHO
WOLVERINE ACTUALLY
IS SO WE CAN ALL
PEE OUR PANTS
TOO?



ALL WE REALLY
KNOW ABOUT HIM IS THAT
HE WAS PART OF SOME
BLACK OPS UNIT IN THE DAYS
WHEN THE PENTAGON JUST
EXPLOITED MUTANTS AS
OPPOSED TO ROUTINELY
EXECUTING US.

RUMOR HAS IT HE
ESCAPED EIGHTEEN
MONTHS AGO AND
NOBODY'S SEEN HIM SINCE.
I GUESS THIS MEANS HIS
FORMER MASTERS HAVE
FINALLY **CAUGHT UP**
WITH HIM.

WOLVERINE
IS THE MOST
DANGEROUS KILLER
IN THE WORLD,
STORM.

THE ONLY
PROOF HE EVEN
EXISTS IS A BLURRED
PICTURE TAKEN
DURING THE GULF
WAR.



THIS IS
GOING TO BE
A DANGEROUS
OPERATION,
ICEMAN.

YOU'VE
ONLY BEEN WITH
US FOR A COUPLE OF
WEEKS, SO NOBODY'S
GOING TO HOLD IT
AGAINST YOU IF
YOU'D PREFER TO
SIT THIS ONE
OUT.



NO WAY,
PROFESSOR.

YOU GUYS
WERE THERE FOR
ME WHEN THE SENTINELS
TRIED TO FRY MY ASS BACK
IN TIMES SQUARE, RIGHT?

IT'S ONLY
FAIR I'M THERE
FOR WOLVERINE.

GOOD
ANSWER,
ICEMAN.

LET'S
ROCK'N'
ROLL.



XS
VRACUSE,
NEW YORK.

WELL,
I GUESS ANY
DOUBTS WE
HAD ABOUT THE
AUTHENTICITY OF
THAT TIP-OFF CAN
BE DISMISSED,
WOLVERINE.



THERE AIN'T
MANY PEOPLE ON GOD'S
GOOD EARTH WHO CAN TAKE A
HUNDRED BULLETS IN THE RUMP
AND WAKE UP WITH NOTHING
WORSE THAN A HANGOVER.

WRAITH?

THAT'S RIGHT,
SOLDIER.

WELCOME
BACK TO
WEAPON X.

JOHN WRAITH



WHOA.
EASY,
TIGER.

CUTTING
LOOSE FROM
THIS OUTFIT
ONCE IS MORE
THAN ANY MUTANT
EVER MANAGED
IN THE PAST,
SON.

NOBODY
GETS THAT LUCKY
TWICE IN A
LIFETIME.

I'VE SEEN
THOSE CLAWS
TEAR THROUGH
THE SIDE OF A
TANK, BUT THAT
CASE IS MADE OF
THE SAME SEMI-
INDESTRUCTIBLE
MATERIAL OUR
DOCTORS LINED
YOUR BONES
WITH.

KA-
CHICK







BLOW
THEM AWAY,
STORM.







BEAST AND
COLOSSUS,
GET WOLVERINE
OUT OF THE
TRUCK.

EVERYONE ELSE,
KEEP THESE SCUMBAGS
OCCUPIED AND DON'T
FORGET FOR A *SECOND*
THAT THEY'RE ALL QUALIFIED
P.I.D.s IN ANTI-MUTANT
MANEUVERS.



I HATE THE
WAY CYCLOPS
KEEPS ORDERING
EVERYONE AROUND
LIKE HE'S IN
CHARGE.

DID YOU
KNOW HE'S A
YEAR YOUNGER
THAN US?



GRAB THE COMMANDING
OFFICER, YOU MORONS!

HE'S THE ONLY
ONE WHO KNOWS
THE TEN-DIGIT
CODE TO GET ME
OUTTA THIS CELL!

TAKE IT
EASY, WOLVERINE.
BENDING STEEL
BARS FOR TOURISTS
IS HOW I USED TO
MAKE POCKET
MONEY.


SHAME
THESE AINT
STEEL BARS,
DOG-BREATH.



COLONEL!
WHAT ABOUT THE
MEN --?



COLONEL?!



HURRY UP WITH THAT LOCK, TUBBY. I'M LOSING THE SCENT OF THAT CHEAP COLOGNE WRAITH'S MISTRESS BUYS HIM FOR CHRISTMAS.

YOU KNOW, CONSIDERING WE'RE THE ONES BREAKING YOU OUT OF THIS PLACE, I REALLY DON'T APPRECIATE THESE COMMENTS ABOUT MY WEIGHT, WOLVERINE.

WELL, DON'T EAT SO MUCH, BUTTERBALL.

HEY!

BAD NEWS, CYCLOPS. I'VE JUST HAD A MESSAGE FROM BEAST ASKING ME TO BREAK IT TO YOU GENTLY THAT THEY'VE JUST LOST WOLVERINE.

WHAT?!





LIEBOWITZ?!
HOLY
MOTHER OF
GOD --! YOU
JUST BROKE
HIS FREAKIN'
NECK!



LUCKY
LIEBOWITZ.





THE SAVAGE LAND.

HE'S IN, BUT
WE WERE BLOODY
LUCKY THIS TIME,
MAGNETO.

I MEAN, WHAT WERE
THE CHANCES OF THOSE
WEAPON X TOSSERS
CRAWLING OUT OF THE
WOODWORK LIKE
THAT?

AND WHO THE HELL
GAVE THEM DETAILS
OF WHEN OUR NEW YORK
CONNECTION WAS
MEETING WOLVERINE
AT JFK?

OH, WHO DO YOU THINK,
TOAD? IT WAS ME,
YOU IDIOT.

WHAT?

THE SHADOW-WORLD'S MOST
HIGHLY-TRAINED ASSASSIN
RINGS HIS DOORBELL
AND CHARLES XAVIER
ISN'T SUPPOSED TO BE
SUSPICIOUS?

CREDIT
HIM WITH *SOME*
INTELLIGENCE,
PLEASE.

A LITTLE
SLEIGHT OF HAND,
AND OUR DEAR
CHARLES ACTUALLY
SOUGHT OUT THE
MAN I SENT TO
KILL HIM --

-- LEAVING
US THE CHANCE TO
CONCENTRATE ON
MORE PRESSING
MATTERS.

TO BE CONTINUED